

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 17121-PP

APR 21 '04

2-40 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

April 21, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of Bill of Sale and Partial Release, dated January 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the Security Agreement (GATC Trust No. 90-2) which was previously filed with the Commission under Recordation Number 17121.

The names and addresses of the parties to the enclosed document are:

Debtor: Wilmington Trust Company,  
Owner Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890

Security Trustee: BNY Midwest Trust Company  
2 N. LaSalle Street  
Suite 1020  
Chicago, IL 60602

Mr. Vernon A. Williams  
April 21, 2004  
Page Two

A description of the railroad equipment covered by the enclosed document is:

Four railcars: GACX 073546, GACX 074030, GATX 004152 and GATX 029703.

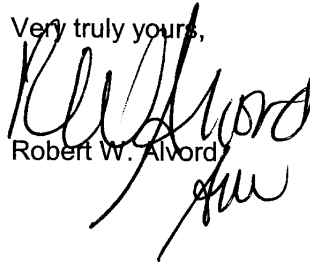
A short summary of the document to appear in the index follows:

Bill of Sale and Partial Release

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alford

RWA/anm  
Enclosures

17121-PP  
FILED

**BILL OF SALE AND PARTIAL RELEASE**

APR 21 '04

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SURFACE TRANSPORTATION BOARD

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 90-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GACX 073546, GACX 074030, GATX 004152 and GATX 029703 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.

BNY Midwest Trust Company, as Trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-2) dated as of December 14, 1990 (the "Security Agreement") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Units under the Security Agreement and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: January 12, 2004

Wilmington Trust Company, not in its individual capacity, but solely as Owner Trustee

By:   
Title: Anita Roselli  
Financial Services Officer

BNY Midwest Trust Company, not in its individual capacity, but solely as Security Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

**BILL OF SALE AND PARTIAL RELEASE**

Wilmington Trust Company, not in its individual capacity, but solely as Trustee under GATC Trust 90-2 (the "Lessor") under an Equipment Lease Agreement (GATC Trust 90-2) dated as of December 14, 1990 (the "Lease") between the Lessor and GATX Financial Corporation, successor by merger to GATX Rail Corporation (the "Lessee"), does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GACX 073546, GACX 074030, GATX 004152 and GATX 029703 (the "Units") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease has terminated.


BNY Midwest Trust Company, as Trustee (the "Security Trustee") under a Security Agreement - Trust Deed (GATC Trust 90-2) dated as of December 14, 1990 (the "Security Agreement") between the Lessor and the Security Trustee, hereby terminates, releases and discharges its security interest in the Units under the Security Agreement and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: January 12, 2004

Wilmington Trust Company, not in its  
individual capacity, but solely as  
Owner Trustee

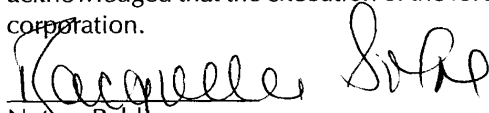
By: \_\_\_\_\_  
Title: \_\_\_\_\_

BNY Midwest Trust Company, not in its  
individual capacity, but solely as  
Security Trustee

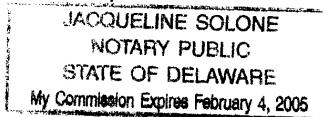
By:   
Title: VICE PRESIDENT

State of Delaware            )  
  ) SS:  
County of New Castle        )

On the 13 day of April, 2004, before me personally appeared  
Anita Roselli, to me known, who being by me duly sworn, says that (s)he is a  
Financial Services Officer of Wilmington Trust Company, that said instrument was signed on such  
date on behalf of said corporation by authority of its Board of Directors, and (s)he  
acknowledged that the execution of the foregoing instrument was the free act and deed of said  
corporation.

  
Notary Public

[Notarial Seal]  
My commission expires:



State of Illinois            )  
  ) SS:  
County of Cook            )

On the \_\_\_\_ day of \_\_\_\_\_, 2004, before me personally appeared  
\_\_\_\_\_, to me known, who being by me duly sworn, says that (s)he is a  
\_\_\_\_\_ of BNY Midwest Trust Company, that said instrument was signed on  
such date on behalf of said corporation by authority of its Board of Directors, and (s)he  
acknowledged that the execution of the foregoing instrument was the free act and deed of said  
corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]  
My commission expires:

State of Delaware )  
 ) SS:  
County of New Castle )

On the \_\_\_\_ day of \_\_\_\_\_, 2004, before me personally appeared \_\_\_\_\_, to me known, who being by me duly sworn, says that (s)he is a \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]  
My commission expires:

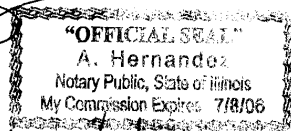
State of Illinois )  
 ) SS:  
County of Cook )

On the 20<sup>th</sup> day of January, 2004, before me personally appeared J. BARTOLINI, to me known, who being by me duly sworn, says that (s)he is a VICAR GENERAL of BNY Midwest Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

A. Hernandez  
Notary Public

[Notarial Seal]

My commission expires:



7/8/06